



Ohio Administrative Code

Rule 3335-1-01 Meetings of the board of trustees.

Effective: December 14, 2022

(A) Regular meetings. Unless otherwise specified by the chair, there shall be at least four regular meetings of the board of trustees each year. At such meetings any business related to the authority of the board of trustees may be discussed and transacted.

(B) Special and emergency meetings. Special and emergency meetings of the board of trustees shall be held upon call of the chair on his or her own initiative, or upon written request of five members of the board to the secretary. A specific statement of purpose for the special or emergency meeting shall be provided in accordance with state law.

(C) Notice of meetings. Unless otherwise specified, all meetings of the board shall be held at the Columbus campus of the Ohio state university at such date and time as is designated in the notice of meeting. Public notice of all meetings shall be given in accordance with the requirements of section 121.22 of the Revised Code. Any person may obtain information regarding the time, date, and location of all meetings by contacting the office of university communications or by visiting <http://trustees.osu.edu>.

(D) Order of business. Unless otherwise indicated in the meeting agenda, the order of business at all meetings of the board shall be as follows:

- (1) Confirmation of quorum.
- (2) Consideration of minutes of preceding meeting.
- (3) Special presentations to the board.
- (4) Report of the president of the university.
- (5) Unfinished business, as needed.



(6) New business, as needed.

(7) Consideration and approval of action items.

(8) Adjournment.

(E) Quorum and manner of acting.

(1) In order to constitute a quorum for the transaction of business at a meeting of the board or a committee of the board, a majority of the voting members at such meeting shall be present in person or via means of live, audio-enabled communication, and at least one-third of those voting members shall be present in person. A trustee who attends a meeting via means of electronic communication is considered to be present at the meeting, is counted for purposes of establishing quorum, and may vote at the meeting.

(2) Except as otherwise provided in paragraph (E)(3) of this rule, the act of the majority of the voting members present at any such meeting at which a quorum is present shall be the act of the board of trustees or its committees. In the absence of a quorum, a majority of those present may adjourn the meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given.

(3) The concurrence of a majority of all of the board members shall be necessary to elect or to remove the president, or adopt, amend, or repeal a bylaw of the board of trustees.

(4) A roll call vote is necessary when electing or removing a president and when making a final vote to officially enact motions involving the expenditure of university funds. On all other matters, a voice vote may be conducted instead, unless there are voting members of the board or committee of the board attending such a meeting via live, audio-enabled communications. In such an event that voting members are joining via means of electronic communications, then a roll call vote must be taken for all votes, no matter the subject. If multiple roll call votes are to be held, they may be combined for efficiency where appropriate.

(F) Parliamentary authority. "Roberts Rules of Order, Newly Revised" (most recent edition), shall



be accepted as authority on all questions of parliamentary procedure not determined by these bylaws or provisions of the Ohio Revised Code.

(G) Attendance. Consistent with the expectations set forth in section 3.17 of the Revised Code, every voting member of the board, the Wexner medical center board, and/or one of their committees shall, except for extraordinary reasons, attend all meetings of the board and/or their committees. When a voting member of the board or one of its committees cannot attend, the individual will so inform the board or committee chair and the secretary of the board of trustees with as much advance notice as possible and provide an explanation for the absence.

(1) Voting members of the board are required to attend at least one-half of the regular meetings of the board annually in person.

(2) A trustee who intends to attend a meeting via means of electronic communication is required to notify the secretary of the board of trustees and the board or committee chair of that intent not less than forty-eight hours before the meeting, except in the case of a declared emergency.

(3) All trustees are encouraged to attend meetings of the Wexner medical center board, whether they are members or not, to maximize effective and knowledgeable oversight by the university board of trustees.

(H) Executive session. Subject to the requirements of Ohio law, the board or a committee of the board may hold any portion of a regular, special or emergency meeting in executive session with participation limited to voting members of the board or the committee of the board. Other individuals may be invited to attend any or all portions of an executive session as deemed necessary by the board chair or committee chair.